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16621-F

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WASHINGTON, D.C.

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16621-F

January 23, 1990

0-023A073

JAN 24 1990

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

16621-G

JAN 23 1990

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed original copies each of 1) a Partial Release of Security Interest dated January 10, 1990 executed by First Security Bank of Utah, National Association, as Owner Trustee, and 2) a Partial Release of Security Interest dated January 10, 1990 executed by Mercantile-Safe Deposit and Trust Company, as Indenture Trustee, secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Equipment Lease dated as of November 1, 1989 (Recordation Number 16621), the Lease Supplement No. 2 dated as of December 31, 1989 (Recordation Number 16621-D), the Security Agreement and Trust Indenture dated as of November 1, 1989 (Recordation Number 16621-B) and the Security Agreement and Trust Indenture Supplement No. 2 dated as of December 31, 1989 (Recordation Number 16621-E).

The names and addresses of the parties executing the enclosed documents are:

First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, UT 84111

Mercantile-Safe Deposit and Trust Company  
2 Hopkins Plaza  
Baltimore, MD 21203

Counterparts - C.T. Kessler

Ms. Noreta R. McGee  
January 23, 1990  
Page 2

A description of the railroad equipment covered by the enclosed documents is:

Twenty-seven (27) Auto Racks bearing BN marks and numbers 20283 through 20309, both inclusive.


Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's Index is:

Partial Release of Security Interest dated January 10, 1990 executed by First Security Bank of Utah, National Association; and Partial Release of Security Interest dated January 10, 1990 executed by Mercantile-Safe Deposit and Trust Company, each covering 27 auto racks, BN 20283-BN 20309, both inclusive.

Very truly yours,

  
Charles T. Kappler

CTK/skh  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/23/90

**OFFICE OF THE SECRETARY**

Charles T. Kappler  
Alvord And Alvord  
200 World Center Building  
918 Sixteenth Street, N.W.  
Washington, D. C. 20006-2973

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/23/90 at 1:30PM, and assigned recordation number(s). 16621-F and 16621-G

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

16621-F

16621-F

PARTIAL RELEASE OF SECURITY INTEREST JAN 23 1990

INTERSTATE COMMERCE COMMISSION

**WHEREAS**, a Security Agreement and Trust Indenture dated as of November 1, 1989 (the "Indenture"), was heretofore executed by and between First Security Bank of Utah, National Association, as Owner Trustee (the "Owner Trustee"), and Mercantile-Safe Deposit and Trust Company, as Indenture Trustee (the "Indenture Trustee"); and

**WHEREAS**, an Equipment Lease Agreement dated as of November 1, 1989 was heretofore executed by and between Burlington Northern Railroad Company, as Lessee (the "Lessee"), and the Owner Trustee (the "Lease"); and

**WHEREAS**, an Indenture Supplement No. 2 dated as of December 31, 1989 (the "Indenture Supplement"), was heretofore executed by and between the Owner Trustee and the Indenture Trustee; and

**WHEREAS**, a Lease Supplement No. 2 dated as of December 31, 1989 was heretofore executed by and between the Lessee and the Owner Trustee (the "Lease Supplement") (the Indenture, the Lease, the Indenture Supplement and the Lease Supplement are herein collectively referred to as the "Agreements"); and

**WHEREAS**, by the terms of said Agreements, the Owner Trustee did purport to lease to the Lessee the railroad equipment described in Exhibit A hereto (the "Equipment") along with certain other railroad equipment (the "Unreleased Equipment"); and

**WHEREAS**, the Indenture and the Lease were filed on November 22, 1989 as Recordation Numbers 16621 and 16621-B respectively with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act; and

**WHEREAS**, the Indenture Supplement and the Lease Supplement were filed on December 29, 1989 as Recordation Numbers 16621-D and 16621-E respectively with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act; and

**WHEREAS**, the Unreleased Equipment was purchased by the Owner Trustee and leased to the Lessee as described in the Agreements; and

**WHEREAS**, the Equipment was never actually purchased by the Owner Trustee nor leased to the Lessee as described in the Agreements.

**NOW, THEREFORE**, the Owner Trustee, in accordance with the provisions of the Agreements, does hereby (a) acknowledge that the Equipment was never actually purchased by the Owner Trustee nor leased to the Lessee as described in the Agreements; and (b) release any security interest in the Equipment described in Exhibit A.

This Partial Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Owner Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 6<sup>th</sup> day of January, 1990.

FIRST SECURITY BANK OF UTAH,  
NATIONAL ASSOCIATION



By: Val T. Olt

  
\_\_\_\_\_  
ATTEST

STATE OF UTAH

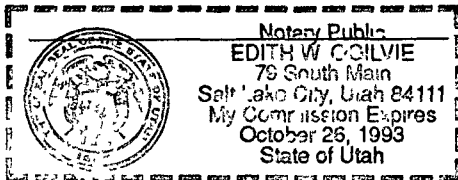
COUNTY OF SALT LAKE

)  
) SS  
)

On this 10<sup>th</sup> day of January, 1990, before me personally appeared VAL T. ORTON, to me personally known, who, being by me duly sworn, says that he/she is a AVP of First Security Bank of Utah, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edith W Ogilvie  
Notary Public

My Commission Expires:



**EXHIBIT A**

<u>CLASS</u>	<u>UNIT NO.</u>
Auto Racks	BN 20283 - BN 20309, both inclusive